

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

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August 26, 1997

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

RECORDATION NO. 20836-D FILED

AUG 26 '97

11-20AM

AUG 26 11 16 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1997-E

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (UPRR 1997-E), dated August 27, 1997, between Harris Trust and Savings Bank, as security trustee (the "Security Trustee" or the "Assignee"), and Dia Prairie Ltd., as lessor (the "Lessor" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Security Trustee and Assignee:	Harris Trust and Savings Bank, as Security Trustee 311 West Monroe Street Chicago, Illinois 60690
Lessor and Assignor:	Dia Prairie Ltd. c/o Diamond Lease Company Ltd. Business Development Department 7-2 Yaesu 2-chome Chuo-ku, Tokyo 104 Japan

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

CHAPMAN AND CUTLER

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (UPRR 1997-E) between Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, and Dia Prairie Ltd., as Lessor, c/o Diamond Lease Company Ltd., Business Development Department, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, dated August 27, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated August 27, 1997, the Memorandum of Mortgage and Security Agreement, dated August 27, 1997, the Memorandum of Mortgage Supplement No. 1, dated August 27, 1997, and the Memorandum of Lease Supplement No. 1, dated August 27, 1997, which were recorded with the Surface Transportation Board on August 26, 1997 at 11:20 a.m. under recordation numbers 20836, 20836-A, 20836-C and 20836-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/dml
Enclosure

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC 4400 CW Diesel Electric Locomotives	4	6696 through 6699, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	13	8165 and 8167 through 8178, inclusive

MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1997-E)

AUG 26 '97

11-20AM

Memorandum of Lease Assignment, made and entered into on August 27, 1997, by and between Dia Prairie Ltd., a Japanese corporation ("*Lessor*"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*").

WITNESSETH:

1. The Lessor and Union Pacific Railroad Company ("*Lessee*") have entered into that certain Lease Agreement (UPRR 1997-E) (the "*Lease Agreement*"), dated August 13, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated August 27, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.
2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on August 26, 1997 at 11:20 a.m. under recordation numbers 20836 and 20836-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-E) (the "*Mortgage*"), dated August 13, 1997, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated August 27, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.
4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on August 26, 1997 at 11:20 a.m. under recordation numbers 20836-A and 20836-C respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA PRAIRIE LTD.

By 

Name: Yoichi Hara

Title: Attorney-in-Fact

Executed on this 18th day of August, 1997.

HARRIS TRUST AND SAVINGS BANK

By _____

Name:

Title:

Executed on this ____ day of August, 1997.

**MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1997-E)**

Memorandum of Lease Assignment, made and entered into on August 27, 1997, by and between Dia Prairie Ltd., a Japanese corporation ("*Lessor*"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*").

WITNESSETH:

1. The Lessor and Union Pacific Railroad Company ("*Lessee*") have entered into that certain Lease Agreement (UPRR 1997-E) (the "*Lease Agreement*"), dated August 13, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated August 27, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on August 26, 1997 at 11:20 a.m. under recordation numbers 20836 and 20836-B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-E) (the "*Mortgage*"), dated August 13, 1997, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated August 27, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on August 26, 1997 at 11:20 a.m. under recordation numbers 20836-A and 20836-C respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA PRAIRIE LTD.

By _____
Name: Yoichi Hara
Title: Attorney-in-Fact

Executed on this ____ day of August, 1997.

HARRIS TRUST AND SAVINGS BANK

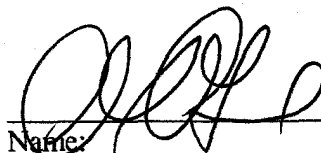
By Kevin O. Healey
Name: KEVIN O. HEALEY
Title: **SENIOR VICE PRESIDENT**

Executed on this 18th day of August, 1997.

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this, the 18th day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA PRAIRIE LTD., that said instrument was signed on August 18, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: _____
Notary Public
My Commission Expires:
Residing in _____

MARIO O. MORRONE
Notary Public, State of New York
No. 02M04811599
Qualified in Kings County
Commission Expires Oct. 31, 1998

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the ____ day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on August __, 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires:
Residing in _____

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this, the ____ day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared Yoichi Hara, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA PRAIRIE LTD., that said instrument was signed on August ___, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

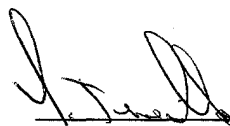
Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 18th day of August, 1997, before me, a Notary Public in and for said County and State, personally appeared KEVIN O. HEALEY, who being by me duly sworn, says that (s)he is the **SENIOR VICE PRESIDENT** of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on August 18, 1997 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

~~~~~  
"OFFICIAL SEAL"  
Marianne Tinerella  
Notary Public, State of Illinois  
My Commission Exp. 05/21/2001  
~~~~~



Name:
Notary Public
My Commission Expires: 5-21-01
Residing in Cook County

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC 4400 CW Diesel Electric Locomotives	4	6696 through 6699, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	13	8165 and 8167 through 8178, inclusive